

C H A P T E R 11

P U B L I C F A C I L I T I E S P H A S I N G A N D F I N A N C I N G P L A N

This section of the Area Plan provides the general framework for the financing and phasing of the public improvements in the Plan area, including the proposed mechanisms for financing the costs of construction and maintenance of those facilities, and the phasing of construction. Both private source and public financing for public improvements are described in this Section. All required elements in the Shea/Baker Ranch Development Agreement Exhibit K are discussed within this Chapter, including phasing for:

- Grading
- Circulation and street improvement
- Drainage improvement
- Sewer, Water, and reclaimed water
- Dry utilities
- Landscaping
- Recreational facilities, both public and private, and trails

11.1 BACKGROUND

There is a Development Agreement between the landowner and the City of Lake Forest for Shea/Baker Ranch, based on previous entitlement approvals. This Development Agreement represents a “performance” agreement to ensure that the land developer and City mutually accomplish agreed upon responsibilities. The City granted a long-term right to develop the property as approved by the City Council. In exchange, the land developer agreed to conduct project-level analysis, provide public improvements, pay fees, and assume other defined responsibilities related to the development of the property.

The Development Agreement provides that certain fees shall be paid to public agencies to offset the costs of expanding infrastructure and services to support development. These include fees to the City, specifically City Facilities and fees and the Lake Forest Transportation Mitigation program and its associated requirements. Fees shall also be paid for adopted regional road fee programs, including the Foothill Circulation Phasing Plan, the Foothill Eastern Transportation Corridor, and Santiago Canyon Road Fee Program. School fees shall be paid to the Saddleback Valley Unified School District.

11.2 FINANCING PLAN

The cost of construction for the vast majority of public improvements will be funded privately by a combination of owner's equity and bank loans. The developer may form financing districts to fund certain fees and capital facilities as outlined in the Shea/Baker Ranch Development Agreement. Financing districts shall be created pursuant to the requirements of the Mello-Roos Community Facilities act of 1982. One Community Facilities District (CFD) exists that includes the property previously approved as the Shea/Baker Ranch Planned Community, excluding that area known as the A.J. West property. One or more new CFDs may be established pursuant to the terms outlined in the Shea/Baker Ranch Development Agreement, which establishes specific funding priorities. Given the established funding priorities, it is expected that CFD financing, if elected, will be used largely if not exclusively on required fee payments. Should one or more funding districts be created, the original CFD would be terminated. Formation of a CFD would require a separate action on the part of the City or School District, and is not a part of the current project.

Public and commonly owned private facilities within Shea/Baker Ranch that require long term funding for maintenance include roads, water, sewer, drainage facilities, and landscaped areas, recreation centers and parks. One or more homeowners association will be formed for the purpose of funding long-term maintenance of certain common areas within Shea/Baker Ranch, including street medians, parkways, the island in the roundabout, slopes, the fuel modification zones and most of the recreational amenities in the community and private alleys.

All streets within Shea/Baker Ranch shall be constructed by the developer as public roads and dedicated to the City of Lake Forest, as shown on the project Tentative Tract Map. All sidewalks constructed outside the public right-of-way and subject to the maintenance responsibility of the City of Lake Forest shall be offered by an easement for public access and maintenance.

Funding for construction of Alton comes from two sources, existing regional roadway funding programs and developer funding. The developer of Shea/Baker Ranch has established a credit under the FCPP program. This credit may be applied toward one half of the fees payable with each building permit until the credit is exhausted. Alton Parkway is the final backbone improvement to be constructed as part of the FCPP. The developer will widen Alton Parkway to its ultimate width as part of Shea/Baker Ranch, and is eligible for FCPP fee credits for this construction per Section 8.26 of the Shea/Baker Ranch Development Agreement.

Water and sewer infrastructure will be funded and constructed by the developer, built to public agency standards, and dedicated to the Irvine Ranch Water District.

The storm drains, inlets and outlets constructed in conjunction with Shea/Baker Ranch shall be dedicated to the City of Lake Forest for ownership and maintenance. The detention basin will be offered for dedication to IRWD. If they do not accept the dedication, that facility will be owned and maintained by the HOA. The parallel storm drain line within the Borrego Canyon Wash shall

be owned and maintained by the Orange County Flood Control District (OCFCD). An access and maintenance easement shall be granted for this purpose. The low flow channel will be maintained by a land conservancy or the California Department of Fish and Game.

The community park in Planning Area 1B will be constructed by the developer and then dedicated to the City of Lake Forest for operation and maintenance. All other parks, trails and recreation centers within Shea/Baker Ranch shall be operated and maintained by a homeowner's association, including the Borrego Linear Park. Pursuant to the terms of the Resource Agency Permits, the Borrego Canyon Wash shall be maintained by a public or private land conservancy to provide for long-term maintenance by an entity familiar with the issues associated with natural lands management.

Table 11-1 below identifies the public or private entity responsible for maintenance of each public and publicly accessible facility within Shea/Baker Ranch.

Table 11-1

Maintenance of Improvements and Public Facilities

	Master HOA	Sub HOA	City of Lake Forest	OCFCD	Irvine Ranch Water District	Resource Agency and/or Land Conservancy
Fuel Modification Zones	X					
Internal Slopes	X	X				
Paseos		X				
Trails	X					
Neighborhood Parks	X					
Community Park			X			
Central Linear Park	X					
Borrego Linear Park	X					
Common Landscaping Areas	X	X				
Community Monumentation	X					
Perimeter Walls ¹	X					
Private Alleys		X				
Public Streets			X			
Detention Basin ²	X				X	
Box Culvert Storm Drain in Borrego				X		
Borrego Canyon Wash						X
Storm Drainage System			X			
Potable Water Facilities					X	
Sewer Facilities					X	
Street Lighting			X			

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The Homeowners Association (HOA) is responsible for maintenance of the exterior surface of the wall. The homeowners are responsible for maintenance of the interior surface of the wall as well as the wall's structural integrity, subject to the HOA having the right to step in an repair structural problems if the homeowner fails to do so.

² The Basin will be offered to IRWD. If it is not accepted, it will be dedicated to the Homeowners Association for maintenance.

11.3 PROJECT PHASING

11.3.1 Grading Phasing

Project Grading will occur in two phases, as described below. The limits of each grading phase are shown on Exhibits 11.1 and 11.2. As noted in Chapter 3 of this Area Plan, the project balances on site.

Phase 1:

- Includes Planning Areas 1A, 1B, 1C, 1D, and 1F and the portions of Planning Areas 1E and 1L immediately adjacent to “A” and “B” streets,
- Approximately 2,000,000 cubic yards of cut and fill, including 1,000,000 yards of cut from phase 2.

Phase 2:

- Includes Planning Areas 1E, 1L, 1I, 1G, 1H, 1K and PA 7,
- Approximately 3,000,000 cubic yards of cut and fill with approximately 2,000,000 cubic yards crossing Alton Parkway,
- The Borrego Canyon Wash improvements:
 - Installation of the box culvert,
 - Construction of the access road,
 - Revegetation planting of the low flow channel and adjacent slopes (not including the Borrego Liner Park Trail amenity).

Each phase of grading will incorporate sufficient drainage facilities to support that phase until project build-out. The detention basin in PA 1K was graded and constructed as part of the Alton Parkway improvements by the City of Lake Forest. The basin will be available to treat runoff for both the interim and ultimate grading conditions for the project.

PHASE 1 GRADING

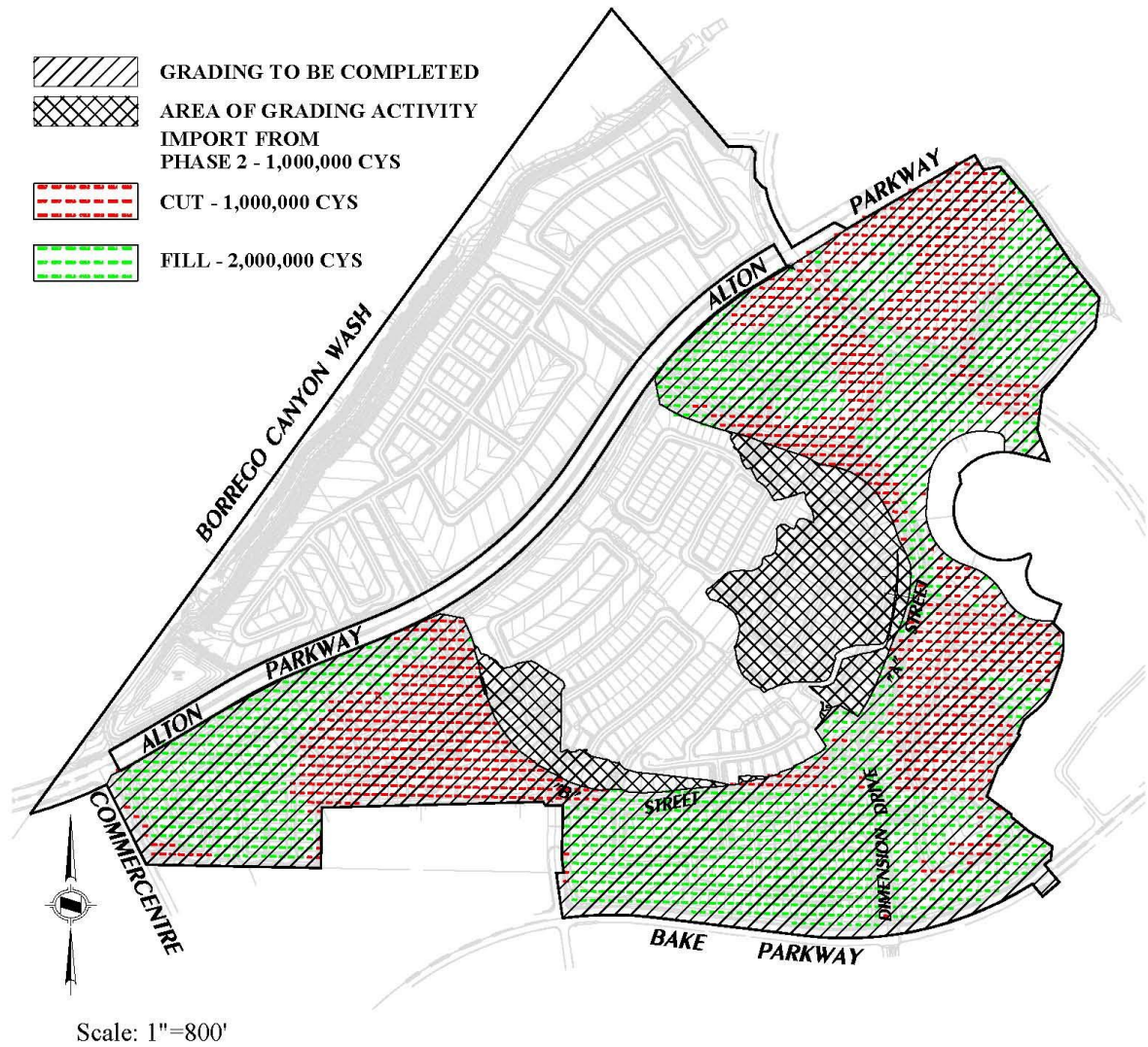
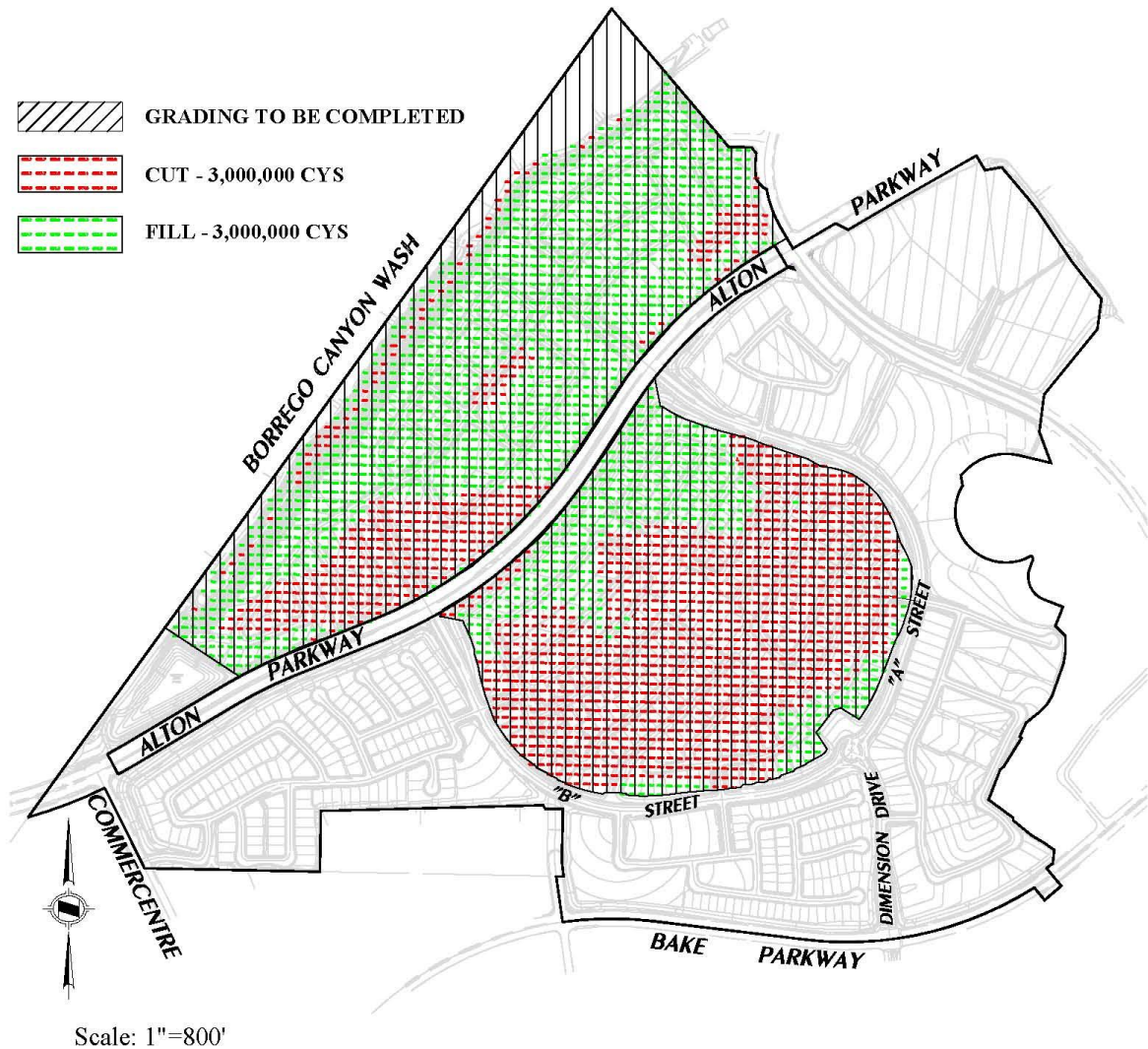


Exhibit 11.1 – Phase 1 Grading Plan

PHASE 2 GRADING



Scale: 1"=800'

NOTES:

- PHASE 2 GRADING INCLUDES BORREGO
- APPROXIMATELY 2,000,000 CYS OF EARTH WILL CROSS ALTON PARKWAY

Exhibit 11.2 – Phase 2 Grading Plan

11.3.2 Development Phasing

Development of infrastructure, recreational amenities and homes in Shea/Baker Ranch is anticipated to occur in three phases as shown on Exhibit 11-3. Each of these phases includes adequate roadway access, underground utility and service infrastructure, and recreation facilities to be self-supporting. Because forces beyond the control of the landowner influence the property's development, the timing and sequence of phasing may be adjusted pursuant to Development Agreement Sections 8.19 and 8.22.

Development is phased in an orderly, logical progression with each development phase consisting of homes and the commercial center and the necessary infrastructure and facilities to serve them. Project phasing is planned to commence along the southern and eastern sides of the project, transition to the center to complete Planning Area 1A, and finish within the project's center and northern side.

The Shea/Baker Ranch Development Agreement established the timing for construction of certain improvements and satisfaction of certain obligations on the part of the developer. As identified below the timing for these occurrences is tied to the number of building permits issued. Compliance with these responsibilities may cause some construction to occur outside the sequence of phasing described later in this section. Timing for these improvements is determined by the Development Agreement as approved or as amended in the future.

These requirements are described below.

Prior to the 301st building permit:

- If a determination is made that land within Planning Area 1A will be dedicated to the City as an affordable housing site pursuant to terms outlined in Section 8.23 of the Development Agreement, an Irrevocable Offer of Dedication to the City of Lake Forest must be made over a portion of Planning Area 1A. The exact size of this site is determined based on the formula provided in the Affordable Housing Implementation Plan in the Development Agreement, and is estimated to be approximately 6 acres.
- The ultimate width of Alton Parkway between Commercentre Drive and its intersection with "B" Street must be completed, including sidewalks, parkways, and medians.

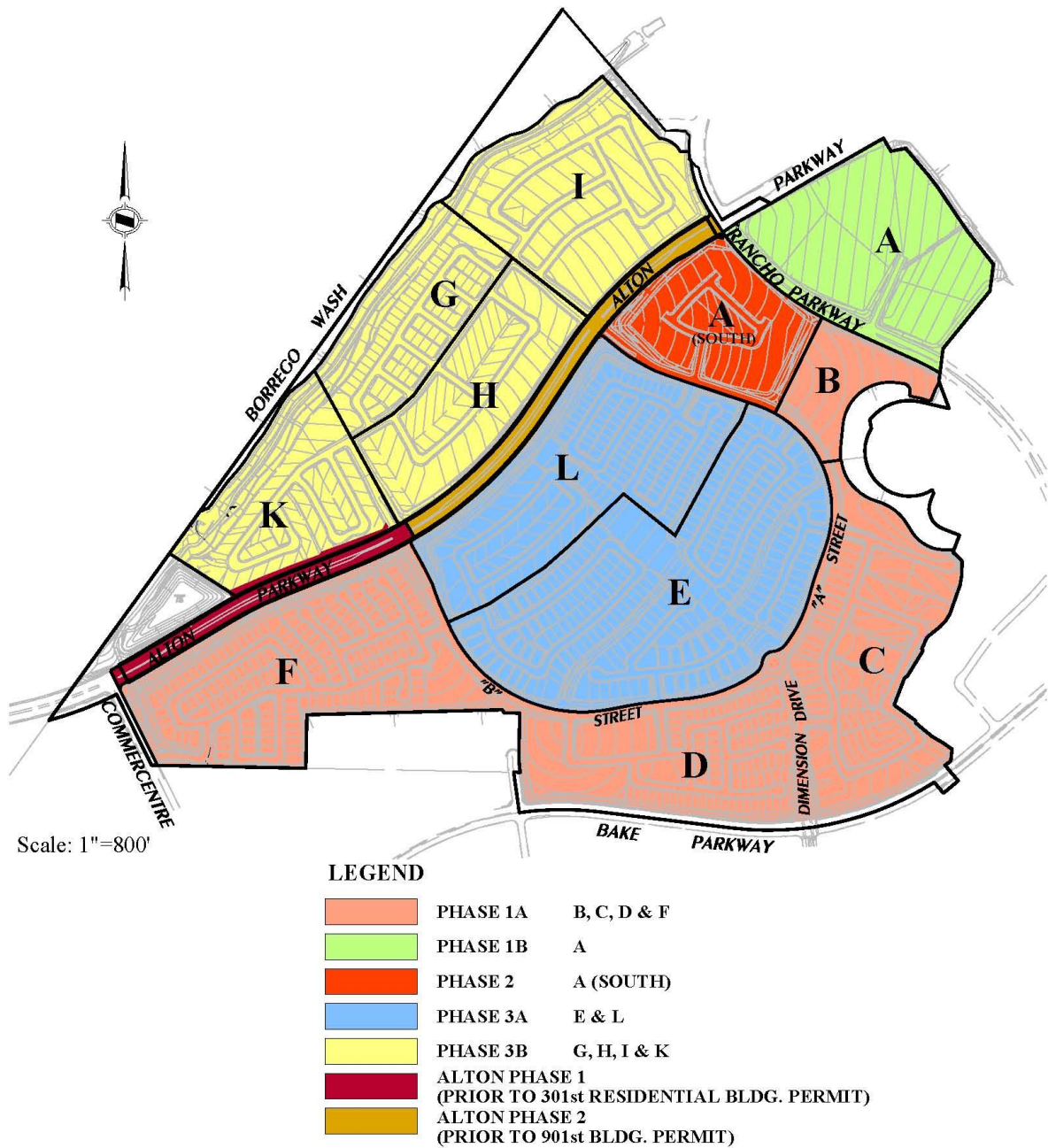


Exhibit 11.3 – Overall Phasing

Prior to the 901st building permit:

- The finished pad for the Affordable Housing Site, if dedicated, must be delivered to the City.
- Prior to issuance of the 901st building permit or recordation of a “B” Tract Map for Planning Area 1A, whichever occurs first, the 7-acre community park in Planning Area 1B must be dedicated to the City of Lake Forest.
- The ultimate width of Alton Parkway between “B” Street and Towne Centre Drive must be completed.

Within each phase of development, as described below, some improvements will be constructed by the Master Developer, and some will be constructed as part of the in-tract improvements of the Merchant Builder. Table 11.2 lists and Exhibit 11.4 illustrates the areas that include “backbone” Master Developer Improvements. Improvements outside the areas identified on Exhibit 11.4 will be constructed by the Merchant Builders, unless otherwise noted in the phasing discussion below. For specific details of utility and underground infrastructure improvements, please refer to exhibits 5.3 through 5.6 in Chapter 5 of this Area Plan.

Project-related improvements for which timing was not established in the Development Agreement will be constructed in three phases, two of which may be divided in to two sub-phases, as described below.

Phase 1 consists of two sub-phases, A and B. Table 11.3 identifies and Exhibit 11.5 illustrates the specific improvements to be made within the first phase. Phase 1A includes Planning Areas 1C, 1D, 1F. Phase 1B includes the portion of the mixed-use Planning Area 1A east of Rancho Parkway that includes the affordable housing site and a multifamily residential development. Development of this multifamily site may occur concurrently with Phase 1A, or may be deferred to a later phase. The developer instead may opt to incorporate the affordable homes into a multifamily neighborhood that includes both affordable and market-rate apartments (estimated to be 180 affordable and 414 market rate units) within Planning Area 1A. Development of this option could result in the construction of the total number of homes in Phases 1A and 1B, which would be 1197 dwelling units.

Improvements for Phase 1B are identified in Table 11.4 and illustrated by Exhibit 11.6. Phase 2 improvements are shown in Table 11.5 and Exhibit 11.7. Phase 3 may be divided into two sub-phases, A and B, as described in Tables 11.6 and 11.7 and shown on Exhibits 11.8 and 11.9.

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Table 11-2

Master Developer Improvements

Infrastructure Improvements (including streets, sidewalks, parkways, adjacent slope landscaping, dry utilities, domestic and reclaimed water, sewer and storm drains)	
•	Rancho Parkway
•	“A” Street
•	“B” Street
•	“C” Street
•	Dimension Drive
•	Commercentre Drive
•	Neighborhood streets needed for park access as shown in gray on Exhibit 11.4
Other Infrastructure Improvements	
•	Storm drain at Central Linear Park and Community Park as shown on Exhibit 11.4
•	Storm drain at PA 1A as shown on Exhibit 11.4
•	Domestic and reclaimed water through Community Park as shown on Exhibit 11.4
•	Storm drain through PA 1F as shown on Exhibit 11.4
•	Storm drain through PA 1D as shown on Exhibit 11.4
Offsite Street Improvements	
•	Alton Parkway widening, including sidewalk and parkways
•	Baffin Bay Drive cul-de-sac and associated sidewalk and landscaping
Recreational Amenities	
•	Community Park
•	Park C1 including a private recreation center
•	Park F including a private recreation center
•	Park I including a private recreation center
•	Park K
•	Park D
•	Central Linear Park
•	Borrego Linear Park
Entry Monumentation	
•	Community Entry Monuments as shown on Exhibit 7.18
•	Landscaping on the southwest corner of Alton Parkway and Commercentre Drive
Borrego Canyon Wash Improvements	
•	Borrego box culvert
•	Borrego low flow channel revegetation
•	Storm drain line from detention basin to Borrego, including the outlet to Borrego

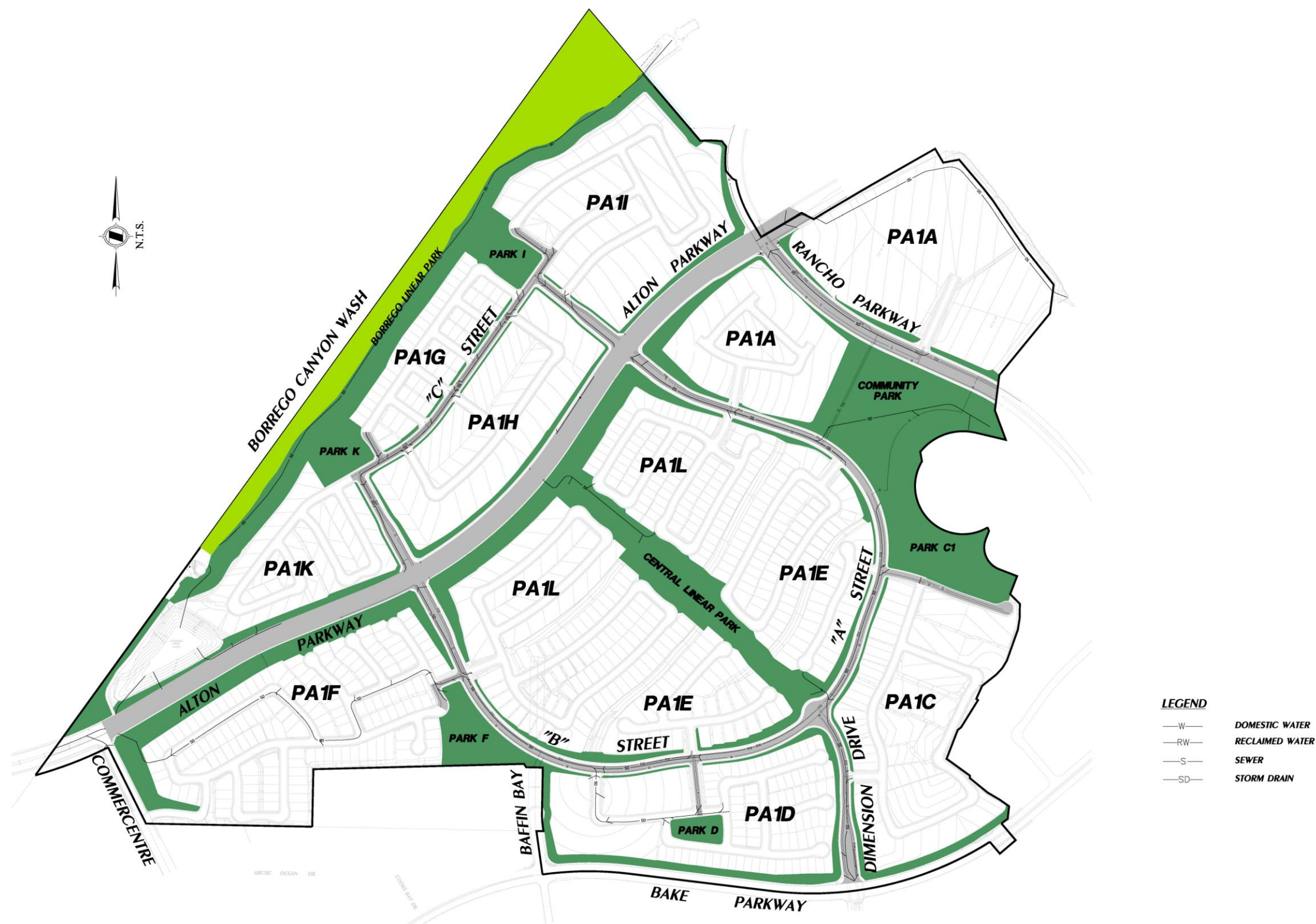


Exhibit 11.4 – Master Development Backbone Infrastructure

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Table 11.3 Phase 1 A Improvements

Improvement	Master Dev. or Merchant Builder	Funding Source	Financial Security	Maintenance Responsibility
Alton Pkwy. to its ultimate width including sidewalks from Commercentre Dr. to “B” St.	Master Developer	Master Developer	Performance Bond	City
Alton Parkway median and parkway landscaping from Commercentre Dr. to “B” St.	Master Developer	Master Developer	Performance Bond	HOA
Dimension Dr. from Bake Pkwy. to “A” St. including sidewalks on both sides of the street	Master Developer	Master Developer	Performance Bond	City
Slopes and parkway landscaping along Dimension Drive from Bake Parkway to “A” Street, at the roundabout at the intersection with “A” and “B” streets, and at southeast corner of the intersection of Alton Pkwy. and Commercentre Drive.	Master Developer	Master Developer	Performance Bond	HOA
Signal modification at Dimension Drive and Bake Parkway	Master Developer	Master Developer	Performance Bond	City
Ultimate width sidewalk on the north side of Bake Parkway along property frontage	Master Developer	Master Developer	Performance Bond	City
Slope Landscaping on the north side of Bake Parkway along property frontage	Master Developer	Master Developer	Performance Bond	HOA
“B” Street from its intersection with Alton Parkway to Dimension Drive, along with all related sidewalks	Master Developer	Master Developer	Performance Bond	City
Parkway, median and slope landscaping along “B” St. from Alton Pkwy. to Dimension Dr.	Master Developer	Master Developer	Performance Bond	HOA
Partial landscaping at the intersection of Alton Parkway and “B” Street	Master Developer	Master Developer	Performance Bond	HOA
Interim signal at Alton Parkway and “B” Street	Master Developer	Master Developer	Performance Bond	City
“A” Street from Dimension Drive to the northerly boundary of Planning Area 1C, along with all related sidewalks	Master Developer	Master Developer	Performance Bond	City
Parkway, slope and landscaping along “A” Street from Dimension Dr. to the northerly boundary of PA 1C	Master Developer	Master Developer	Performance Bond	HOA
Baffin Bay Drive cul-de-sac	Master Developer	Master Developer	Performance Bond	City
Entry monumentation at the intersections of Alton Parkway at Commercentre Drive and Bake Parkway at Dimension Drive	Master Developer	Master Developer	None	HOA
Neighborhood streets shown in gray on Exhibit 11.4 in PA 1F, 1D and 1C for park access	Master Developer	Master Developer	Performance Bond	City
Parkway landscaping along Neighborhood Streets shown in gray on Exhibit 11.4 in PA 1F, 1D and 1C	Master Developer	Master Developer	Performance Bond	HOA
Storm drain improvements at “B” St. from Alton to Dimension Drive, “A” St. from Dimension Drive to northerly boundary of PA1C, Dimension Drive to Bake Pkwy and as shown within PA 1F and PA 1D on Exhibit 11.4.	Master Developer	Master Developer	Performance Bond	City
Sewer and water improvements at “B” St. from Alton Pkwy to Dimension Dr., “A” St from Dimension Drive to northerly boundary of PA1C, Dimension Drive and Domestic Water Zone LF 3R from Rancho Parkway to “A” Street and Reclaimed Water Zone C from Rancho Parkway to “A” Street	Master Developer	Master Developer	Performance Bond	IRWD
Dry utility improvements along Alton, “B” Street from Alton to Dimension, “A” Street from Dimension to the northerly boundary of PA 1C, and Dimension Drive	Master Developer	Master Developer	None	Utility Companies
Neighborhood Parks C1, D and F, including private recreation centers in C1 and F	Master Developer	Master Developer	None	HOA
Neighborhood Park C2	Merchant Builder	Merchant Builder	None	HOA
Neighborhood Streets including sidewalks	Merchant Builder	Merchant Builder	Performance Bond	City
Sewer and water improvements in PAs 1C, 1D and 1F	Merchant Builder	Merchant Builder	Performance Bond	IRWD
Storm drain improvements in PAs 1C, 1D and 1F	Merchant Builder	Merchant Builder	Performance Bond	City
Dry Utility improvements in PAs 1C, 1D and 1F	Merchant Builder	Merchant Builder	None	Utility Companies
Homes in PAs 1C, 1D and 1F totaling 603 units	Merchant Builder	Merchant Builder	None	Owners or HOA
Common area landscaping	Merchant Builder	Merchant Builder	None	HOA
Perimeter walls at PAs 1C, 1D and 1F as shown on Exhibit 7.28 and 7.30	Merchant Builder	Merchant Builder	None	HOA

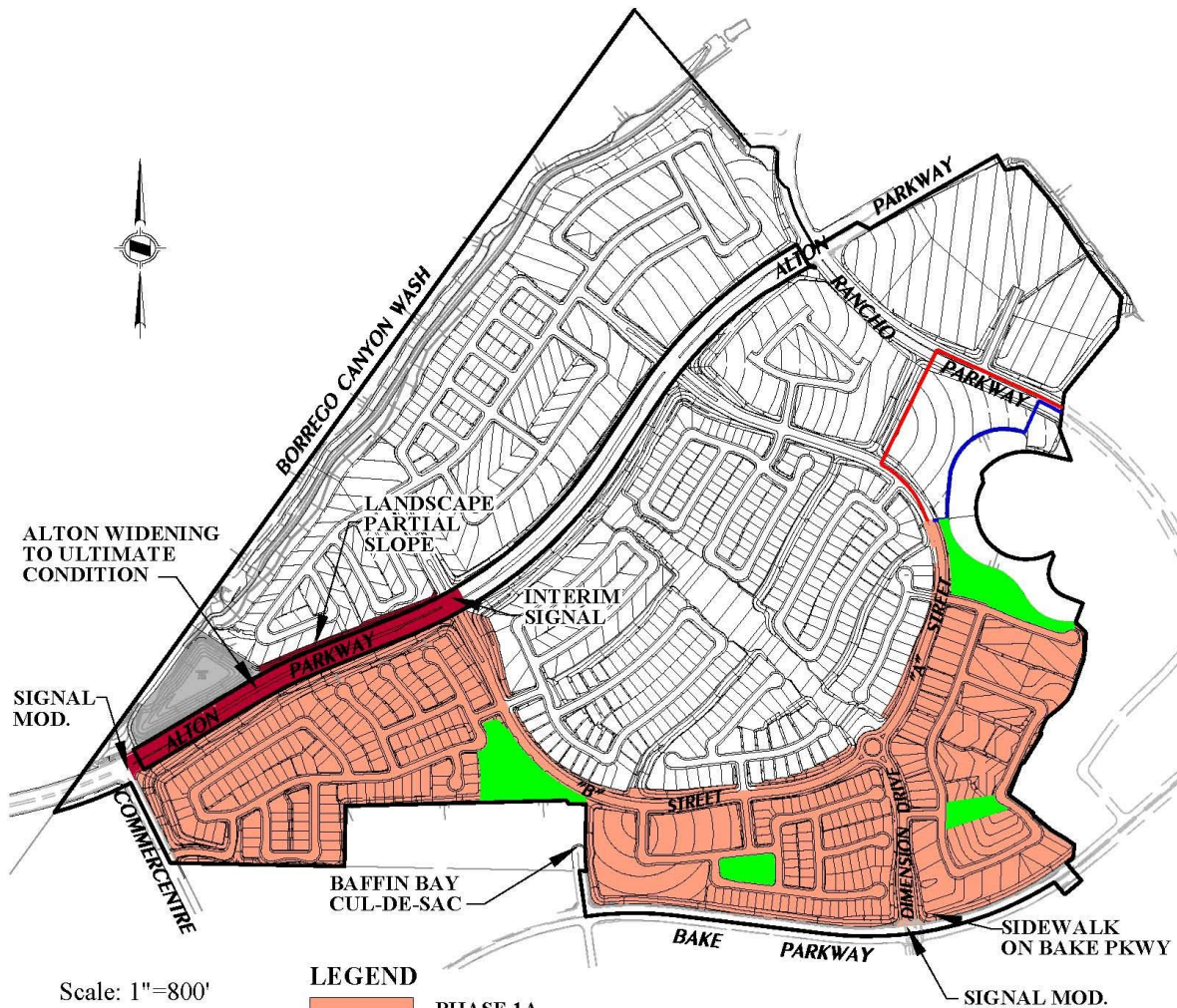


Exhibit 11.5 – Phase 1A

Table 11.4 Phase 1B Improvements

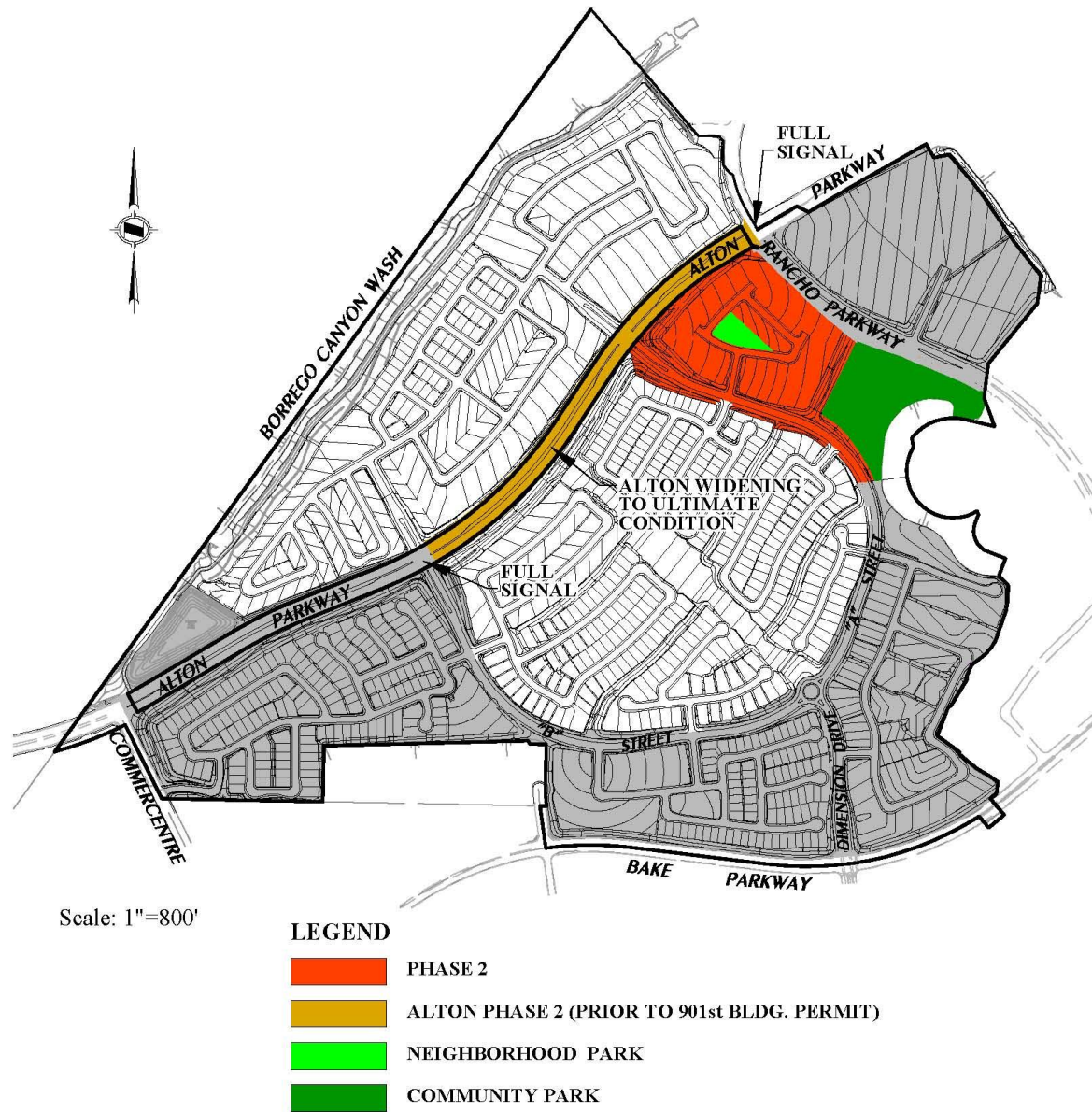
Improvement	Master Dev. or Merchant Builder	Funding Source	Financial Security	Maintenance Responsibility
Rancho Parkway to its ultimate width, including sidewalks, from Alton Parkway to the community boundary, if required to support development of the mixed use site on the east side of the road	Master Developer	Master Developer	Performance Bond	City
Parkways and median along Rancho Parkway from Alton Parkway to the community boundary, if required to support development of the mixed use site on the east side of the road	Master Developer	Master Developer	Performance Bond	HOA
Interim signal modifications at Rancho Parkway at Alton Parkway	Master Developer	Master Developer	Performance Bond	City
Alton Basin outlet to Borrego Canyon Wash, or verification that Alton Basin with interim outlet can adequately convey additional development drainage from PA1A North, prior to connection of PA1A North storm drain to existing Alton Storm Drain.	Master Developer	Master Developer	Performance Bond	City
Storm drain within PA 1A on the northeast side of Rancho Parkway, as shown on Exhibit 11.4.	Master Developer	Master Developer	Performance Bond	City
Remaining drainage improvements within PA 1A on the northeast side of Rancho Parkway	Merchant Builder	Merchant Builder	Performance Bond	City
Sewer, domestic and reclaimed water improvements in Rancho Parkway from Alton Parkway to the community boundary	Master Developer	Master Developer	Performance Bond	IRWD
Sewer and water improvements within PA 1A on the northeast side of Rancho Parkway	Merchant Builder	Merchant Builder	Performance Bond	IRWD
Domestic Water Zone LF 2 in existing Rancho Parkway, as shown on Exhibit 11.6	Master Developer	Master Developer	Performance Bond	IRWD
Reclaimed Water Zone C in existing Rancho Parkway, as shown on Exhibit 11.6	Master Developer	Master Developer	Performance Bond	IRWD
Dry utilities along Rancho Parkway from Alton Parkway to community boundary	Master Developer	Master Developer	None	SCE, Gas Co., AT&T
Dry utilities within PA 1A northeast of Rancho Parkway as needed to support development	Merchant Builder	Merchant Builder	None	SCE, Gas Co., AT&T
Market rate apartments within PA 1A northeast of Rancho Parkway	Merchant Builder	Merchant Builder	None	Apartment Owner
The neighborhood commercial center, although retail building construction might be deferred until a later phase.	Merchant Builder	Merchant Builder	None	Property Owner



Exhibit 11.6 – Phase 1B

Table 11.5 Phase 2 Improvements

Improvement	Master Dev. or Merchant Builder	Funding Source	Financial Security	Maintenance Responsibility
Alton Parkway to its ultimate width, from Rancho Parkway to “B” Street, if not already improved (prior to the 901st building permit), including sidewalks	Master Developer	Master Developer	Performance Bond	City
Parkways and landscaped median along Alton Parkway from Rancho Parkway to “B” Street	Master Developer	Master Developer	Performance Bond	HOA
“A” Street between the northerly boundary of PA 1C to its intersection with Alton Parkway, including sidewalks	Master Developer	Master Developer	Performance Bond	City
Slopes, parkways, and medians along “A” Street between the northerly boundary of PA 1C to its intersection with Alton Parkway	Master Developer	Master Developer	Performance Bond	HOA
Partial landscaping at the intersection of Alton Parkway with “B” Street	Master Developer	Master Developer	Performance Bond	HOA
Rancho Parkway to its ultimate width including sidewalks from Alton Parkway to the community boundary (if not yet constructed)	Master Developer	Master Developer	Performance Bond	City
Parkways and median along Rancho Parkway from Alton Parkway to the community boundary (if not yet constructed)	Master Developer	Master Developer	Performance Bond	HOA
Partial landscaping at the intersection of Alton Parkway and “A” Street	Master Developer	Master Developer	Performance Bond	HOA
Full traffic signal at Alton Parkway at Rancho Parkway	Master Developer	Master Developer	Performance Bond	City
Full traffic signal at Alton Parkway at both “A” and “B” streets	Master Developer	Master Developer	Performance Bond	City
Dry utility improvements along Alton Parkway from “B” Street to Rancho Parkway and in “A” Street from the boundary of PA 1C to Alton Parkway	Master Developer	Master Developer	None	SCE, Gas Co., AT&T
Storm drain improvements in “A” Street from the boundary of PA 1C to Alton Parkway	Master Developer	Master Developer	Performance Bond	City
Sewer and water improvements in “A” Street from the boundary of PA 1C to Alton Parkway	Master Developer	Master Developer	Performance Bond	IRWD
Community Monumentation at Alton Parkway and Rancho (if not already built)	Master Developer	Master Developer	None	HOA
Community park (if it has not yet been constructed)	Master Developer	Master Developer	Performance Bond	City
Neighborhood Park A	Merchant Builder	Merchant Builder	None	HOA
Neighborhood Streets within PA 1A south of Rancho Parkway	Merchant Builder	Merchant Builder	Performance Bond	City
Sewer and water improvements within PA 1A west of Rancho Parkway	Merchant Builder	Merchant Builder	Performance Bond	IRWD
Storm drain improvements within PA 1A west of Rancho Parkway	Merchant Builder	Merchant Builder	Performance Bond	City
Dry utilities within PA 1A west of Rancho Parkway	Merchant Builder	Merchant Builder	None	SCE, Gas Co., AT&T
Homes in PA 1A west of Rancho Parkway totaling 147 units	Merchant Builder	Merchant Builder	None	Homeowner or HOA
Common area landscaping	Merchant Builder	Merchant Builder	None	HOA
Perimeter Walls along Alton Parkway	Merchant Builder	Merchant Builder	None	HOA



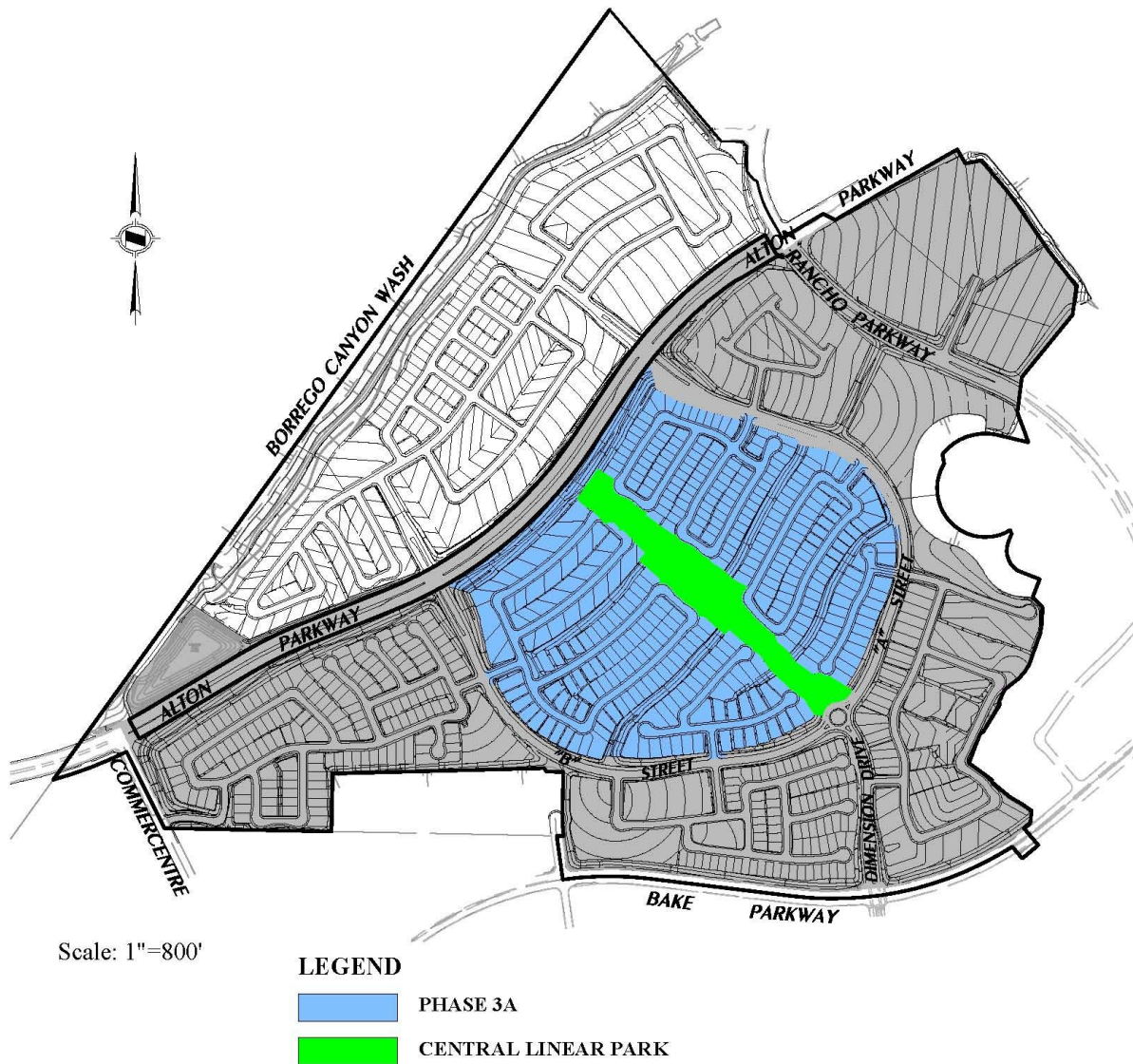
NOTE: - ALL PUBLIC STREETS INCLUDE ALL REQUIRED WET AND DRY UTILITIES.
 - SIGNALS AS REQUIRED BY TRAFFIC STUDY AND/OR WARRANTS

Exhibit 11.7 – Phase 2

Table 11.6 Phase 3A Improvements

Improvement ¹	Master Dev. or Merchant Builder	Funding Source	Financial Security	Maintenance Responsibility
Alton Parkway slope landscaping between “A” and “B” streets	Master Developer	Master Developer	Performance Bond	HOA
Storm drain improvements in Central Linear Park, as shown on Exhibit 11.4	Master Developer	Master Developer	Performance Bond	City
Central Linear Park	Master Developer	Master Developer	None	HOA
Sewer and water lines that cross Central Linear Park	Merchant Builder	Merchant Builder	Performance Bond	IRWD
Storm drain line that crosses the Central Linear Park	Merchant Builder	Merchant Builder	Performance Bond	City
Neighborhood streets in PAs 1E and 1L, including sidewalks	Merchant Builder	Merchant Builder	Performance Bond	City
Parkways along Neighborhood streets in PAs 1E and 1L	Merchant Builder	Merchant Builder	Performance Bond	HOA
Sewer and water lines within PAs 1E and 1L	Merchant Builder	Merchant Builder	Performance Bond	IRWD
Storm drain lines within PAs 1E and 1L	Merchant Builder	Merchant Builder	Performance Bond	City
Alton Basin outlet to Borrego Canyon Wash, unless verified that Alton Basin with interim outlet can adequately convey additional development drainage from PAs 1E and 1L.	Master Developer	Master Developer	Performance Bond	City
Dry utilities within PAs 1E and 1L	Merchant Builder	Merchant Builder	None	SCE, Gas Co., AT&T
Homes in PAs 1E and 1L, totaling 385 units	Merchant Builder	Merchant Builder	None	Homeowner or HOA
Common area landscaping, including slopes between rear yards	Merchant Builder	Merchant Builder	None	HOA
Perimeter walls adjacent to PAs 1E and 1L, as shown on Exhibit 7.28	Merchant Builder	Merchant Builder	None	HOA

¹ Borrego Canyon Wash bypass channel (RCB) shall be constructed as part of phase 2 grading.

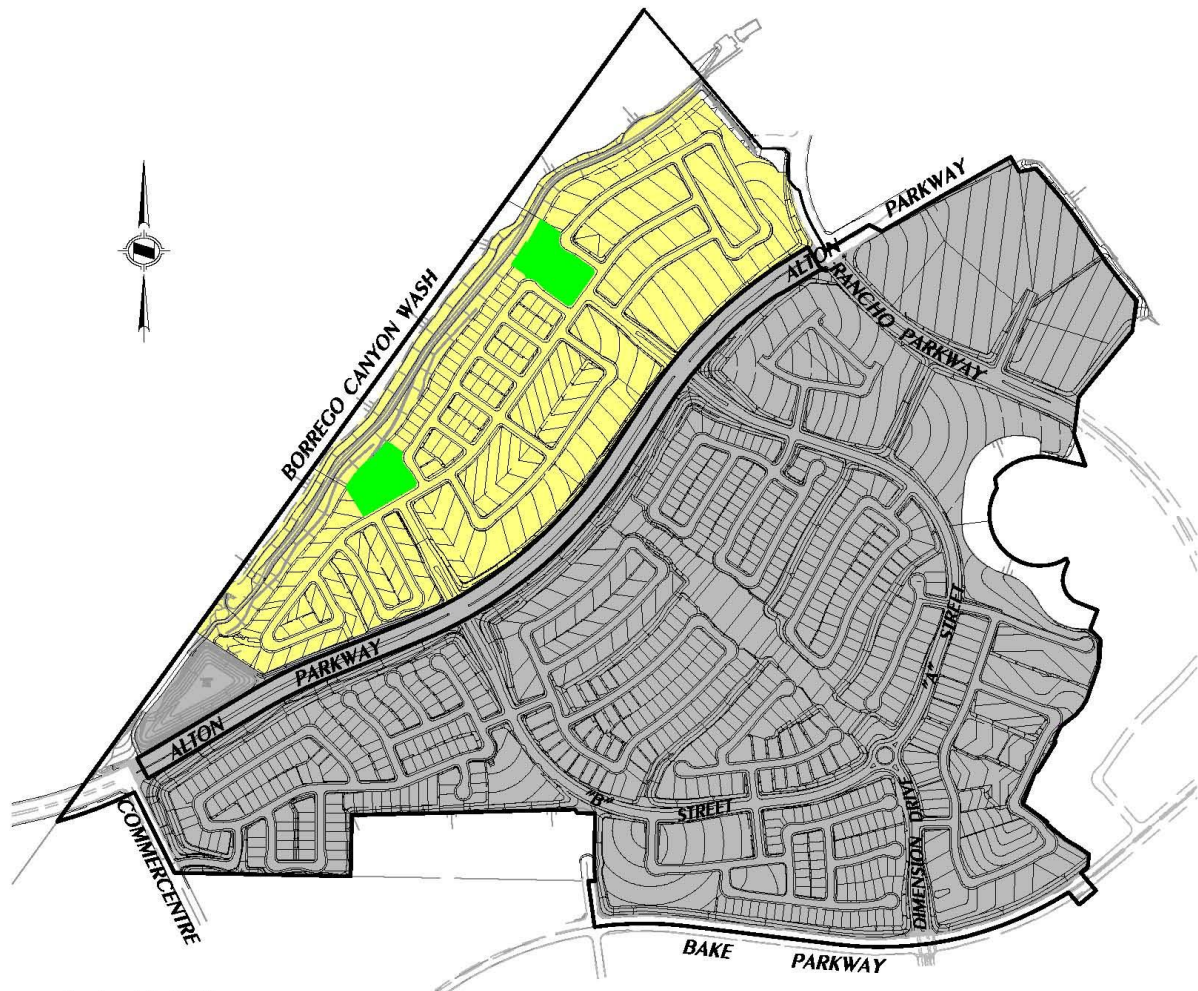


NOTE: ALL PUBLIC STREETS INCLUDE ALL REQUIRED WET AND DRY UTILITIES.

Exhibit 11.8 – Phase 3A

Table 11.7 Phase 3B Improvements

Improvement	Master Dev. or Merchant Builder	Funding Source	Financial Security	Maintenance Responsibility
“A” and “B” Streets northwest of Alton Parkway and “C” Street including sidewalks	Master Developer	Master Developer	Performance Bond	City
Baker Ranch Road improvements	Master Developer	Master Developer	Performance Bond	City
Parkways along Streets “A” and “B” northwest of Alton Parkway and “C” Street	Master Developer	Master Developer	Performance Bond	HOA
Slope adjacent to the northwest side of Alton Parkway	Master Developer	Master Developer	Performance Bond	HOA
Storm drain improvements in Streets “A” and “B” northwest of Alton Parkway and “C” Street	Master Developer	Master Developer	Performance Bond	City
Sewer and water lines in Streets “A” and “B” northwest of Alton Parkway and “C” Street	Master Developer	Master Developer	Performance Bond	IRWD
Alton Basin outlet to Borrego Canyon Wash, unless verified that Alton Basin with interim outlet can adequately convey additional development drainage from PAs 1G, 1H, 1I and 1K	Master Developer	Master Developer	Performance Bond	City
Dry Utilities along Streets “A” and “B” northwest of Alton Parkway and “C” Street	Master Developer	Master Developer	None	SCE, Gas Co., AT&T
Borrego Linear Park and its trail links to parks K	Master Developer	Master Developer	None	HOA
Neighborhood Parks K and I, which includes a private recreation center	Master Developer	Master Developer	None	HOA
Neighborhood street as shown in gray on Exhibit 11.4 in PA 1G and PA 1I for park access	Master Developer	Master Developer	Performance Bond	City
Parkway landscaping along Neighborhood streets shown in gray on Exhibit 11.4 in PA 1G and PA 1I	Master Developer	Master Developer	Performance Bond	HOA
Neighborhood streets in PAs 1G, 1H, 1I and 1K, including sidewalks and parkways	Merchant Builder	Merchant Builder	Performance Bond	City
Parkways along Neighborhood streets in PAs 1G, 1H, 1I and 1K	Merchant Builder	Merchant Builder	Performance Bond	HOA
Sewer and water lines within PAs 1G, 1H, 1I and 1K	Merchant Builder	Merchant Builder	Performance Bond	IRWD
Storm drain lines within PAs 1G, 1H, 1I and 1K	Merchant Builder	Merchant Builder	Performance Bond	City
Dry utilities within PAs 1G, 1H, 1I and 1K	Merchant Builder	Merchant Builder	None	SCE, Gas Co., AT&T
Homes in PAs 1G, 1H, 1I and 1K, totaling 650 units	Merchant Builder	Merchant Builder	None	Homeowner or HOA
Common area landscaping, including slope between Borrego Linear park and residential lots	Merchant Builder	Merchant Builder	None	HOA
Perimeter walls adjacent to PAs 1G, 1H, 1I and 1K, as shown on Exhibits 7.28 and 7.30	Merchant Builder	Merchant Builder	None	HOA



Scale: 1"=800'

LEGEND

- PHASE 3B
- NEIGHBORHOOD PARKS

NOTE: ALL PUBLIC STREETS INCLUDE ALL REQUIRED WET AND DRY UTILITIES.

Exhibit 11.9 – Phase 3B

11.4 PROJECT PHASING STANDARDS

1. Prior to issuance of grading permits, grading and erosion control plans for the respective development phase shall be submitted to and approved by the City Public Works Department.
2. Each development phase shall include development of the immediately adjacent common area slopes, parkways, and other landscape development areas, including fuel modification zones.
3. Construction of the development phases identified in this Section may be completed progressively in stages in any phasing order, provided vehicular access, public facilities, and infrastructure is constructed to adequately service the dwelling units or as needed for public health and safety within each development phase.
4. The development phasing sequence described in this Section is conceptual based on current market demand. Certain areas may be developed out of the expected sequence, or in smaller increments, provided the required infrastructure and services are available to service the development phase.
5. To the extent feasible, phasing will be planned to separate construction traffic from the completed residential phases of the project.